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19314 March 22, 1995

New York, New York

MAR 24 1995

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Chattel Mortgage and Security Agreement, a "primary document", dated as of March 22, 1995.

The names and addresses of the parties to the document are as follows:

MORTGAGOR: SCL Feegal Co., Ltd.
In care of Sumisho Lease Co., Ltd.
11-1, Nishi-ikebukuro 1-chome
Toshima-ku
Tokyo, Japan

MORTGAGEE: The Toyo Trust and Banking Co., Ltd.,
New York Branch
437 Madison Avenue
New York, New York 10022

RECORDED
MAR 24 1995
MAR 24 1995

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
7	6-axle diesel-electric locomotives	C-C	8876-8882

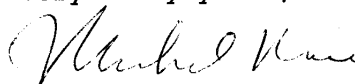
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Chattel Mortgage and Security Agreement dated as of March 22, 1995, between SCL Feegal Co., Ltd., as mortgagor, and The Toyo Trust and Banking Co., Ltd., New York Branch, as mortgagee, and covering seven diesel-electric locomotives (numbered NS 8876-8882).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.

193/4

MAR 21 1995

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of March 22, 1995, between SCL FEEGAL CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE TOYO TRUST AND BANKING CO., LTD., NEW YORK BRANCH (hereinafter called the **Security Agent**).

WHEREAS the Borrower and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, covering seven General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8876 through 8882.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the said locomotives in favor of the Security Agent, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SCL FEEGAL CO., LTD.

by

Title: Attorney-in-fact

THE TOYO TRUST AND BANKING CO., LTD.,
NEW YORK BRANCH

by

Title: Vice President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 22nd day of March, 1995, before me personally appeared Yoshiyuki Muramatsu, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SCL FEEGAL CO., LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729312
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 22nd day of March, 1995, before me personally appeared Hiroyuki Fukuro, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE TOYO TRUST AND BANKING CO., LTD., NEW YORK BRANCH, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729312
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996